MARVEL
47 .com
DAVID • De LANDRO • DAVIDSON • COX
X-FACTOR
JAMES E. MADROX
LAYLA M. MADROX
Loving Husband and Wife
Rest In Peace
DIRECT EDITION
RATED T+
$2.99 US
WWW.MARVEL.COM

In a society where mutants and former mutants alike feel threatened by the world around them, they turn to their first, best line of defense whenever trouble arises: X-Factor, the private detective agency founded by Madrox, the Multiple Man.

X-FACTOR

What happened last issue: Eighty years from now, the decrepit Victor Von Doom tells Madrox and company of the existence of Doomlocks: devices that enable people in the past to take actions that would impact on the future rather than just create alternate timelines. This discovery is accompanied by an attack from several Sentinels, who are promptly catapulted into the past with the unexpected arrival of a not-yet-evil Trevor Fitzroy. Meanwhile a Cortex-controlled Monet, attempting to kill Lenore (and thus, as you've doubtless figured out by now, make sure that Hecat'e of the Summers rebellion is never born) winds up squaring off against Siryn, only to have their dust-up interrupted by the time-displaced Sentinels.

Meanwhile, voice actor Tom Kenny (whose work will be heard in the upcoming animated Marvel "Superhero Squad") called Peter's six-year-old daughter, Caroline, from the San Diego Comicon, speaking in the voice of his best-known character: Spongebob Squarepants. Caroline is still floating over it.

Peter David **Writer**	Valentine De Landro **Penciler**	Pat Davidson **Inker**	Jeromy Cox **Colorist**
David Yardin with Nathan Fairbairn **Cover**	Pablo Raimondi with Brian Reber **70th Anniversary Variant Cover**	VC's Cory Petit **Letterer**	
Jody Leheup **Editor**	Joe Quesada **Editor In Chief**	Dan Buckley **Publisher**	Alan Fine **Exec. Producer**

*Editors note, in issue #46 Marco Santucci was wrongfully credited as the penciler for that issue. The actual penciler was Valentine De Landro.

X-FACTOR (ISSN #1932-5266) No. 47, October, 2009. Published Monthly except semi-monthly in August and November by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.

© 2009 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. $2.99 per copy in the U.S. (GST #R127032852) in the direct market and $3.99 per copy in the U.S. and $3.99 in Canada (GST #R127032852) through the newsstand. Canadian Agreement #40668537.

Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. $27.00; Canada $37.00; Foreign $39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO X-FACTOR, C/O MARVEL SUBSCRIPTION DEPT. P.O. BOX 110 NEWBURGH, NY 12550. TELEPHONE # (800) 217-9158. FAX # (845) 457-5029. subscriptions@marvelsubs.com. ALAN FINE, EVP - Office Of The Chief Executive Marvel Entertainment, Inc. & CMO Marvel Characters B.V.; DAN BUCKLEY, Chief Executive Officer and Publisher - Print, Animation & Digital Media; JIM SOKOLOWSKI, Chief Operating Officer; DAVID GABRIEL, SVP of Publishing Sales & Circulation; DAVID BOGART, SVP of Business Affairs & Talent Management; MICHAEL PASCIULLO, VP Merchandising & Communications; JIM O'KEEFE, VP of Operations & Logistics; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GABRIE, Director of Publishing & Editorial Operations; SUSAN CRESPI, Editorial Operations Manager; ALEX MORALES, Publishing Operations Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Mitch Dane, Advertising Director, at mdane@marvel.com. For Marvel subscription inquiries, please call 800-217-9158.

To find MARVEL COMICS at a local comic and hobby shop, go to www.comicshoplocator.com or call 1-888-COMICBOOK.

EIGHTY YEARS FROM NOW...
FOR WHAT IT'S WORTH, DOCTOR FALCONE--AND OFF THE RECORD--I'M ON YOUR SIDE.
HOW VERY COMFORTING, MRS. ARCHER.
IT'S GOOD TO KNOW THAT WHILE THE PRESIDENT IS SEEKING POLITICAL COVER FOR AN INITIATIVE THAT HE SIGNED OFF ON...
...THAT YOU, HIS CHIEF OF STAFF, ARE ON MY SIDE. THAT MEANS A LOT.
IT'S NOT A MATTER OF "POLITICAL COVER". THE PRESIDENT HAS SIMPLY RETHOUGHT THIS INITIATIVE...
THE PRESIDENT GOT HIS HEAD HANDED TO HIM COURTESY OF THE SUMMERS REBELLION AND HE'S RUNNING SCARED.
YOU SAID YOU COULD KEEP YOUR SENTINELS UNDER CONTROL! OUR POLLING SAYS NINETY-THREE PERCENT OF AMERICANS ARE MORE AFRAID OF SENTINELS THAN THEY ARE OF MUTANTS!
YOU HAVE NO ONE BUT YOURSELF TO BLAME FOR THIS, DOCTOR!
AND YOU, MRS. ARCHER, HAVE NO ONE BUT YOURSELF TO BLAME FOR THIS.

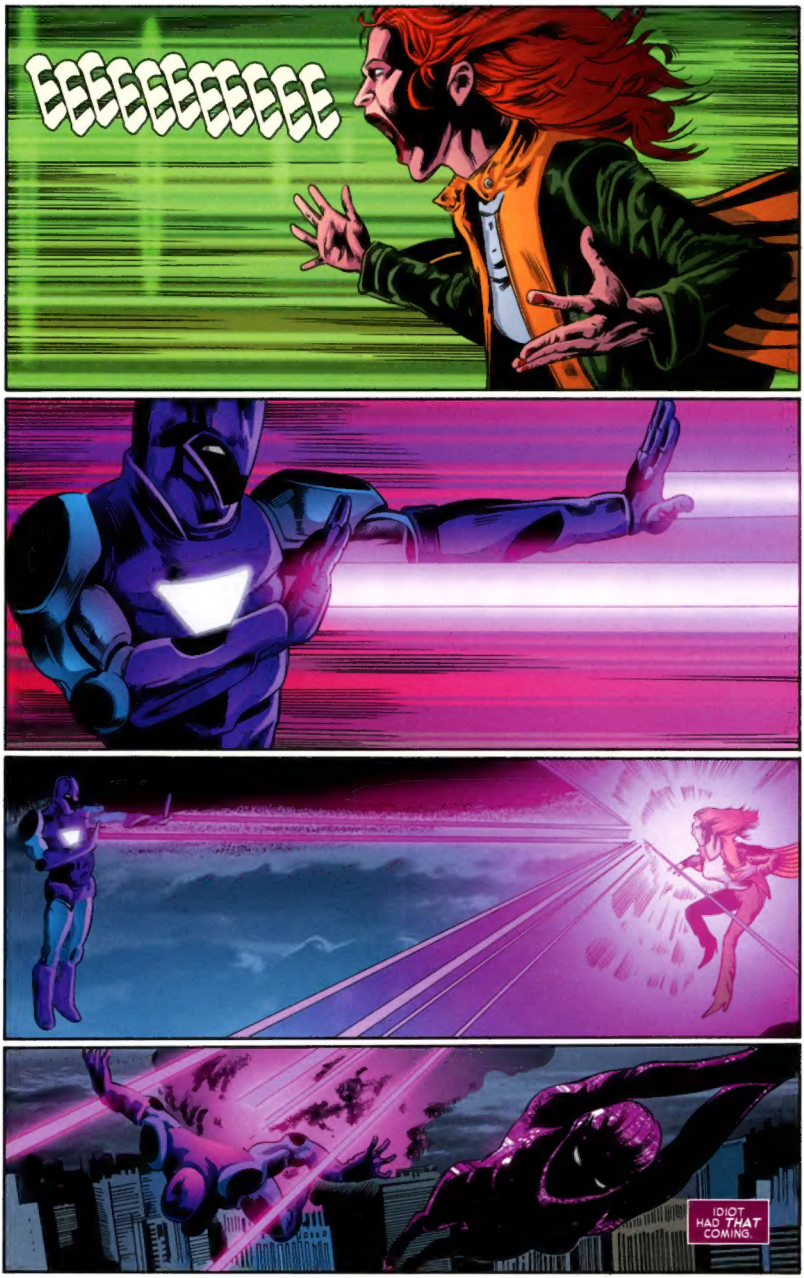
AAAAAA!!!
AH.
THAT'S MY RIDE.

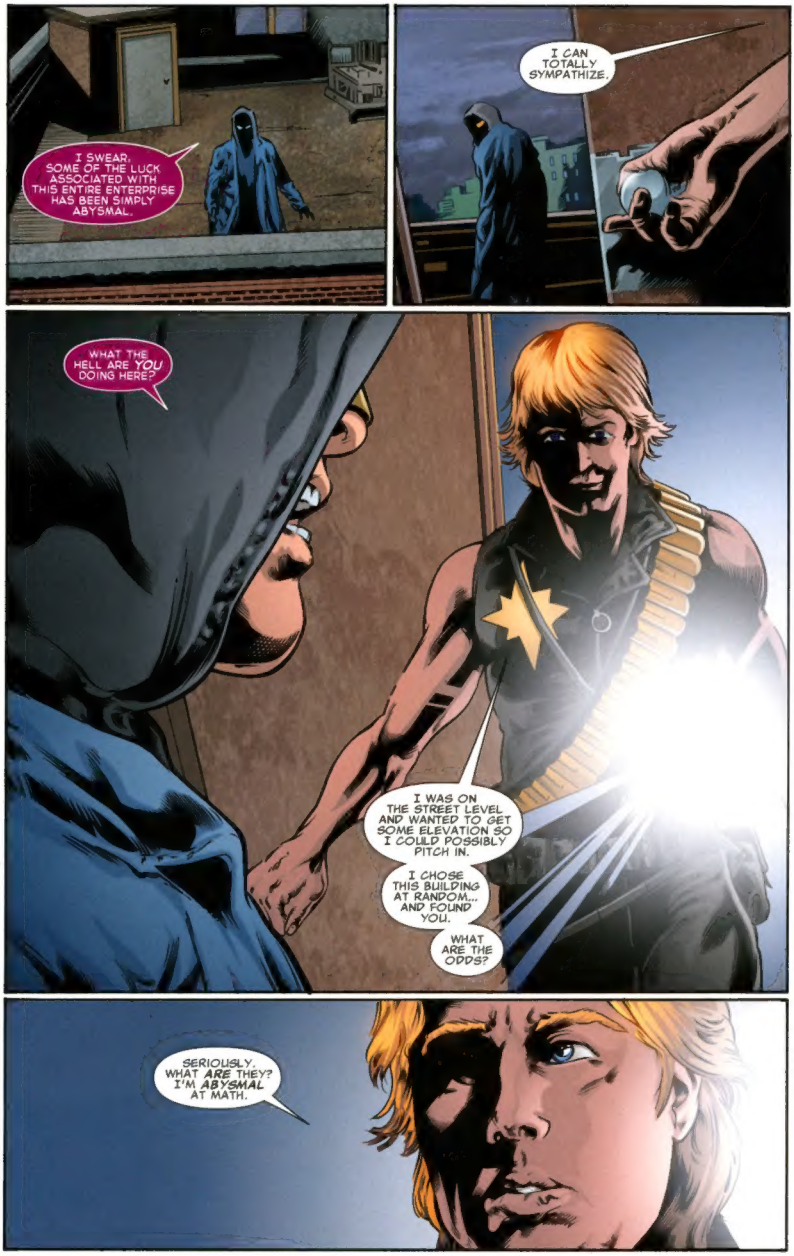
GIVE MY REGARDS TO YOUR HUSBAND AND CHILDREN.
IF YOU'RE VERY GOOD...
...I'LL ALLOW THEM TO LIVE.
TAKE IT DOWN!
STOP THAT THING!
RIGHT. THAT'S REALLY WHAT'S GOING TO HAPPEN RIGHT NOW.
TAKE ME TO DESTINATION OMEGA DELTA.
ACKNOWLEDGED.
LET THE MUTANTS THREATEN MANKIND...DESTROY HUMANITY...SHRED THE VERY FABRIC OF REALITY...
...BUT INCONVENIENCING ME IS SIMPLY TOO MUCH.
AS MUCH AS I DESPISE CLICHÉ...
THE MUTANTS WILL PAY. MY SENTINELS WILL SEE TO THAT.

X NOW:
I DO NOT UNDERSTAND ANY OF THIS.
WHY DID THREE OMEGANOID SENTINELS JUST DROP OUT OF NOWHERE? WHERE DID THAT TIME PORTAL COME FROM?
I KNOW THAT TIME TRAVEL SKIRTS THE EDGE OF UNLEASHING CHAOS EVEN UNDER THE BEST OF CIRCUMSTANCES...
...BUT THIS IS A *HIGHER* LEVEL OF BARELY CONTROLLED CHAOS THAN EVEN I WAS EXPECTING.
AND CONSIDERING I WAS FORGED IN THE HEART OF CHAOS...
THAT'S *SAYING* SOMETHING.
TO HELL WITH IT. THEY AREN'T MY CONCERN. LENORE IS.

LET SIRYN DANCE WITH THE SENTINELS.
I'LL ATTEND TO BUSINESS AND BE ON MY--
UHHHHHHH...!

YOU BUCKET OF BOLTS! WHAT THE HELL DO YOU THINK YOU'RE DOING?
WE'RE ON THE SAME SIDE!
SUBJECT IDENTIFIED AS MONET ST. CROIX. MUTANT.
MUTANTS ARE DEEMED A THREAT TO HUMANITY.
CONCLUSION:
WE ARE NOT ON THE SAME SIDE.

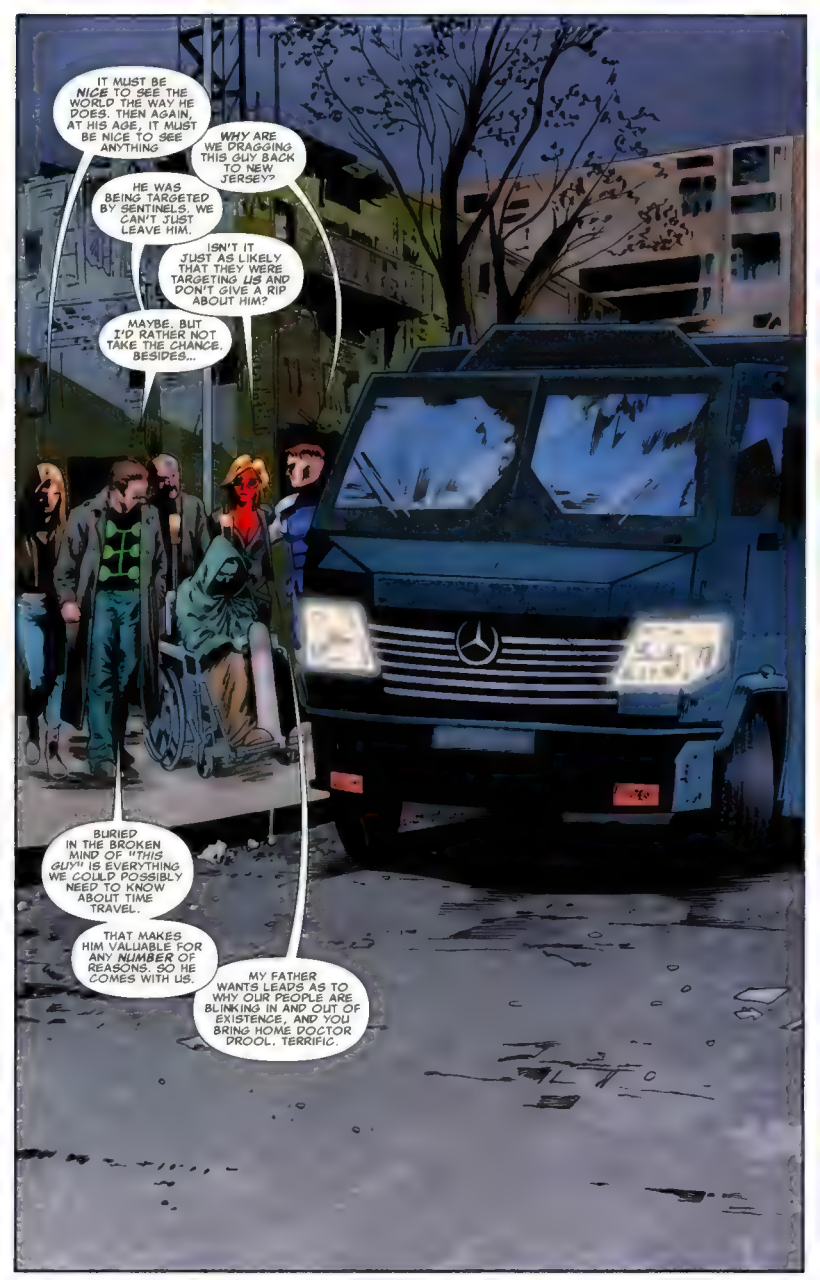

EEEEEEEEEEEE
IDIOT HAD THAT COMING.

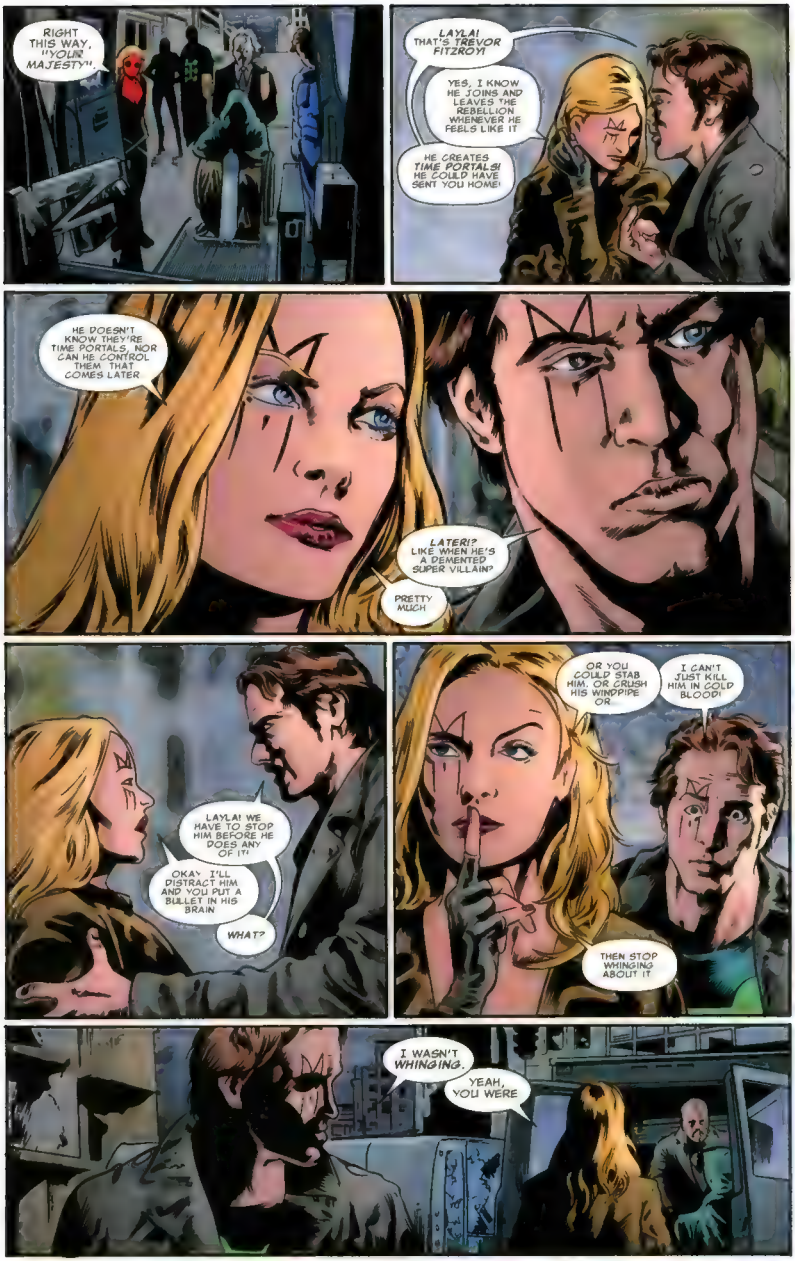

I SWEAR, SOME OF THE LUCK ASSOCIATED WITH THIS ENTIRE ENTERPRISE HAS BEEN SIMPLY ABYSMAL.
I CAN TOTALLY SYMPATHIZE.
WHAT THE HELL ARE YOU DOING HERE?
I WAS ON THE STREET LEVEL AND WANTED TO GET SOME ELEVATION SO I COULD POSSIBLY PITCH IN.
I CHOSE THIS BUILDING AT RANDOM... AND FOUND YOU.
WHAT ARE THE ODDS?
SERIOUSLY. WHAT ARE THEY? I'M ABYSMAL AT MATH.

UNNHHHH...
NEED TO CALL...911... NEED TO--
ACTUALLY...
...THAT WON'T BE NECESSARY.
STAY BACK! I HAVE A GUN...
...SOMEWHERE AROUND HERE.
...SO JUST... JUST STAY RIGHT THERE UNTIL I FIND IT...
...WHICH I ADMIT IS ASKING A LOT, BUT I'D REALLY APPRECIATE IT...

PADRE... IT'S OKAY.
STAR... THIS IS THE REVEREND JOHN MADDOX. REVEREND, THIS IS SHATTERSTAR.
I UNDERSTAND I TRIED TO KILL YOU EARLIER.
COULD YOU PLEASE... YOU KNOW...
YES. YES, YOU DID.
TELL ME WHY?
ABSOLUTELY NO IDEA.
I WOULD BE MOST APPRECIATIVE IF THE THREE OF YOU WOULD LEAVE NOW.
MIGHT NOT BE A GOOD IDEA, PADRE. YOU NEED PROTECTION.
I'LL TAKE MY CHANCES.
BUT SOMEONE ELSE COULD TRY TO KILL YOU...
RICTOR... I WAS FINE UNTIL MADROX SHOWED UP. THEN SOMEONE TRIED TO KILL ME.
THEN YOU SHOWED UP... AND SOMEONE ELSE TRIED TO KILL ME.
I HAVE A THEORY I'D LIKE TO TRY:
IF X-FACTOR PERSONNEL STOP SHOWING UP, MAYBE PEOPLE WILL STOP TRYING TO KILL ME!
YEAH, SO... WE'LL JUST LET OURSELVES OUT.
NICE MEETING YOU.
SORRY I TRIED TO KILL YOU.

EIGHTY YEARS IN THE FUTURE...
YES! YES, MY PEOPLE! YOUR MONARCH WILL MISS YOU TERRIBLY!
BUT IT IS NECESSARY FOR ME TO TAKE LEAVE OF YOU FOR A TIME!
REST ASSURED YOU WILL REMAIN IN MY THOUGHTS DURING MY ABSENCE.
AND UPON MY RETURN, LATVERIA WILL KNOW A NEW ERA OF PROSPERITY AND GREATNESS.
SO SWEARS VICTOR VON DOOM!


IT MUST BE NICE TO SEE THE WORLD THE WAY HE DOES. THEN AGAIN, AT HIS AGE, IT MUST BE NICE TO SEE ANYTHING
WHY ARE WE DRAGGING THIS GUY BACK TO NEW JERSEY?
HE WAS BEING TARGETED BY SENTINELS. WE CAN'T JUST LEAVE HIM.
ISN'T IT JUST AS LIKELY THAT THEY WERE TARGETING US AND DON'T GIVE A RIP ABOUT HIM?
MAYBE. BUT I'D RATHER NOT TAKE THE CHANCE. BESIDES...
BURIED IN THE BROKEN MIND OF "THIS GUY"! IS EVERYTHING WE COULD POSSIBLY NEED TO KNOW ABOUT TIME TRAVEL.
THAT MAKES HIM VALUABLE FOR ANY NUMBER OF REASONS. SO HE COMES WITH US.
MY FATHER WANTS LEADS AS TO WHY OUR PEOPLE ARE BLINKING IN AND OUT OF EXISTENCE, AND YOU BRING HOME DOCTOR DROOL. TERRIFIC.


RIGHT THIS WAY, "YOUR MAJESTY".
LAYLA! THAT'S TREVOR FITZROY!
YES, I KNOW HE JOINS AND LEAVES THE REBELLION WHENEVER HE FEELS LIKE IT
HE CREATES TIME PORTALS! HE COULD HAVE SENT YOU HOME!
HE DOESN'T KNOW THEY'RE TIME PORTALS, NOR CAN HE CONTROL THEM. THAT COMES LATER
LATER!? LIKE WHEN HE'S A DEMENTED SUPER VILLAIN?
PRETTY MUCH
LAYLA! WE HAVE TO STOP HIM BEFORE HE DOES ANY OF IT!
OKAY. I'LL DISTRACT HIM AND YOU PUT A BULLET IN HIS BRAIN
WHAT?
OR YOU COULD STAB HIM, OR CRUSH HIS WINDPIPE OR...
I CAN'T JUST KILL HIM IN COLD BLOOD!
THEN STOP WHINGING ABOUT IT
I WASN'T WHINGING.
YEAH, YOU WERE

YOU AND LAYLA GET TO RIDE IN BACK WITH HIS HIGHNESS.
NO PROBLEM. UHM... RUBY...
FITZROY...
WHAT ABOUT HIM?
YOU'VE LIVED THE PAST EIGHTY YEARS.
SO?
SO...YOU KNOW WHAT HE BECOMES, RIGHT?
I KNOW WHAT HE IS NOW. THAT'S ALL THAT MATTERS.
BUT IT'S NOT. YOU KNOW IT'S NOT.
YOU WANT TO KILL HIM?
NO.
THEN STOP WHINGING.
HEY... DOCTOR...
YES?
WHAT'S "WHINGING"?
COMPLAINING IN A WHINING TONE ABOUT SOMETHING RATHER THAN TAKING THE INITIATIVE TO ATTEND TO IT YOURSELF
DAMN.

NOW:
I HAVE NO TIME FOR THIS.
...ESPECIALLY IF YOU FORCE ME TO KILL YOU. THEN YOU'LL BE OUT OF TIME FOR SURE.
THAT'S NOT REALLY AN ISSUE.
STILL...YOU CAN BE OF USE TO ME.
MONET IS GOING TO HAVE A NEW PLAYMATE.

YOU MAY WELL BE RIGHT...
UH...

ENERGY ATTACKS PROVING FUTILE
PHYSICAL ASSAULT REQUIRED.
EEEEEEEEEEE
EEEEEEEEEEE
EEEEEEEEEEE
EEEEEEEEEEE

HAVE TO GET BACK TO LENORE!
THE POOR WOMAN'S HELPLESS! ANYTHING COULD BE HAPPENING RIGHT NOW! ANYTHING AT...!
Come join X-Factor ..fight the good fight.. we're low key.. no giant robots..
Rilliight

WHY DO I CONSTANTLY HAVE TO MULTITASK?
ESPECIALLY IN THIS CASE, WHEN THE SENTINELS ARE ACTING IN A COUNTER-PRODUCTIVE MANNER.
AND THIS IDIOT IS ANOTHER EXTRADIMENSIONAL, LIKE SHATTERSTAR. SO HE'S PROBLEMATIC.
IN FACT, HE'S REMARKABLY LIKE SHATTERSTAR IN SOME WAYS IDENTICAL.
I'LL BE DAMNED. HE'S--
ARRRHHH!!

EEYARRRHH!!
GET OUT OF MY HEAD!
GET OUT...OF MY...
...HEAD!!

UNHHH...
YES... THAT'S GOING TO LEAVE A MARK...
NYARRRRRHHH!!!!
THAT IS DEFINITELY GOING TO REQUIRE SOME SERIOUS PAYB--
I'LL KILL YOU FOR THAT! KILL YOU!

UH... MONET... MIGHT WANT TO PUT SOME CLOTHES ON FIRST...
DON'T WORRY YOURSELF THERE, TERRY.
IT'S NOT LIKE SHE HAS ANYTHING I HAVEN'T SEEN ALREADY.
RIGHT, MONET?

X-PERT WITNESSES

Hey, there 'Factor fans!!! Editor Jody LeHeup here. Welcome to the brand new X-Factor Letters page, X-Pert Witnesses. As you already know there's been a lot going on over the last few issues and letters have been pouring in. So without further ado, here's X-Factor scribe Peter David to address your thoughts on the series' recent developments.

Dear Marvel,

Thank you so much for including a homosexual kiss in your issues. As a long-time comics reader, I have always felt that there was a strict taboo on homosexuality within the official comics ethos, and that gay themes were hushed, denied, or used as an easy joke. The fact that two characters are now finally able to simply show their affection is truly important to me, and it is to my friends as well. It may be a simple kiss, but it could become a first step towards throwing gender discrimination out the window.

I live in the Netherlands, where fully equal gay marriage has been possible for close to a decade. To see these steps towards equality being taken in countries so far from my own, even if just in a single panel in a superhero comic, is something that fills me with hope.

Again, thank you so much.

Yours sincerely,
Niki Haringsma

You're welcome, Niki. And honestly, I wasn't trying to make a political statement about gay marriage (although I support it) when I wrote the story. The kiss just seemed the natural result of both the situation and the lengthy history between the characters.

Hey,

I just wanted to write in to say how pleasantly surprised I was by the ending of X-Factor #45! Like Guido said, we really didn't see this coming. I know there's been some teasing here and there about the mysterious chapter of Rictor & Shatterstar's lives that went untold after many many old X-Force plotlines were abandoned by constantly changing creative teams...but after everything that's happened with Rictor since then, most recently with Rahne Sinclair, I assume there's more to elaborate on in the issues to come. Of course, the way this book goes sometimes (and I like it that way!), the first page of the next issue could imply that it was a one-sided kiss instigated by Shatterstar!

I know you probably already have a lot of requests for this, but especially now that Shatterstar is in the mix too, are we going to see a trip to the Mojoverse coming up? Ever since the original Arthur Adams mini-series that introduced the characters I have always been a fan of Spiral, Mojo, Rita, and the rest, so anytime we get to see them is a welcome surprise!

I'd also like to see something having to do with Monet's past. I'd actually like to see you pull something off that a lot of people might doubt is possible... perhaps somehow re-tell Monet's origin story with some new details that make it easier to understand and a hell of a lot more plausible? Actually, forget I asked, it's possible those were some of the worst issues of Generation X. Every time we found out something new it seemed like they were digging themselves into a deeper hole. If Monet was trapped within Penance, then why didn't she act at all like herself in that form? Were Monet's younger twin sisters really such great actresses that they could pretend to be her all that time, and then when the real deal showed up there was no deviance whatsoever in personality from the impostors to the original? And why is the St. Croix family so apt to combine with one another into combined forms? Monet + M-Twins + Emplate + Penance = M-Plate?

Well, until it turns out that Monet is actually a dupe of her older sister that was halved in age by her brother, and we soon discover that the real Monet was replaced by this impostor just after finding out that she was pregnant with the REAL Jamie Madrox's child...uhh... Make Mine Marvel!!

Mark McCracken
Rochester, NY

I assure you, Mark, the kiss was utterly mutual. Having Rictor jump back and say, "Dude! What's up with that?" would be kind of a cheat, and I tend to avoid the easy way out. No plans for the Mojoverse at the moment; I think once our heroes are done time-traveling, that's enough of alternate worlds/universe for a while. As for Monet's past: Yeah, that's a poser. As you yourself note, attempts to simplify such things invariably seem to make things more complicated. Furthermore, I'm not big on doing stories about the past just for its own sake; there has to be a larger, compelling story reason. I have a very Monet-centric storyline coming up, but it looks forward rather than back. I think that's the way to go for now.

Hi PAD!

I've been reading the new X-Factor series since the first issue, and it's definitely my favorite Marvel title. Congratulations!

Now, some questions:

1) What happened to the second Madrox dupe that went to the future during Messiah Complex? Remember him?

2) If Jamie also duplicates whatever he is holding, why doesn't he just hold a sack of all his cash and replicate a million bucks? Or hold his groceries and fight world hunger?

3) I think X-Factor needs a rallying cry, like how the Avengers always yell "Avengers, Assemble!" How about "X-Factor, X-acerbate!"? Eh? Eh?

Peace out!
Deverien
Toronto, Ontario

1) Deverien, all I can say is that if you're one of those people who reads the letters page first, then go back and read this issue.

2) It's called "counterfeiting." All the bills would have the same serial numbers as the originals. Madrox would probably wind up doing some hard time for that. So I'm thinking it's not the wisest course of action.

3) Yyyyyyyyeah...uh, no.

Mr. David,

I am (was) a fairly new reader of X-Factor (long time comic reader but I have never been a fan of this particular book); I started reading with issue #38. I loved it! I snatched up a few trade paperbacks and caught myself up.

Last week I purchased issue #45 and today I finally had a few minutes to sit down and peruse the story. I read and enjoyed every page.....and then.....DOUBLE YUCK, YUCK!!!!!!!!!!!! Rictor and Shatterstar kissing?!?! The enjoyment of this book drained straight down the toilet! I tore the book up and thought about doing the same to the other trades and issues of this series that I purchased. Instead I put them up for sale on ebay. Why did you have to mess this series up? Can't there be just ONE (1) book on the market that doesn't have gays or lesbians in it? Please tell me this was some kind of aberration, that Rictor and Shatterstar weren't kissing or one of them is actually a woman! Please? I know this isn't going to be true but a person can always dream of a better comic book world. Eventually, I guess I will give up collecting modern comics all together and finish up my 60's and 70's collections.

Sad Shelly

I agree with you, Shelly: A person CAN always dream of a better comic book world. I know I do. And in that dream, all aspects of sexuality can be explored without it seeming a big deal to anyone. In that world, readers who are gay are as equally entitled to see characters that share their preferences as are readers who are straight. In that world, we have grown up sufficiently to believe that people deserve to have their sexual orientation respected, rather than having their bliss dismissed as "Double Yuck, Yuck!!!" Anyway, that's my better comic book world. Your world may vary.

Dear Awesome People at X-Factor,

You guys are awesome! Thanks for bringing back the letters page. Awesome decision!

I just finished issue #45, which I loved. X-Factor is consistently my favorite x-book. I love how it's always funny, and always surprising. My question, which isn't really really a question but more just a little request for an explanation. Why isn't it gross and pervy that Madrox got intimate with Layla, who, although now an adult, has been like 13 for most of the time he's known her?

Thanks! You guys are awesome!
Mike

Well, Mike, as Layla herself said, even when she was a kid, she wasn't really a kid, y'know? And in this instance, Layla has been pretty much the aggressor in the relationship. Furthermore, Madrox is in a pretty vulnerable place right now. Rejected by Siryn, a month on the road walking the country, steeped in guilt. And here is an adult woman who has been saying for a long time that they're going to wind up married, who knows stuff, and who presents herself as a source of emotional support and love. At the moment she is an emotional life preserver to him. I should emphasize, though, that the intimacy has been restricted to kisses. They have NOT slept together.

Dear X-Factor Investigations,

I have reason to suspect that a dangerous mutant has taken up residence in the home I rent from my parents. Every week when I do the laundry I get only half as many socks coming out as I put into the laundry machine. I know my hometown is a bit of a way to go--but I'm willing to pay quite handsomely assuming you can get all the socks I've lost in the past decade back to me. I tried hiring this woman named Jones from New York but she has a kid and was unwilling to travel.

Your Potential Client,
Jess Willey

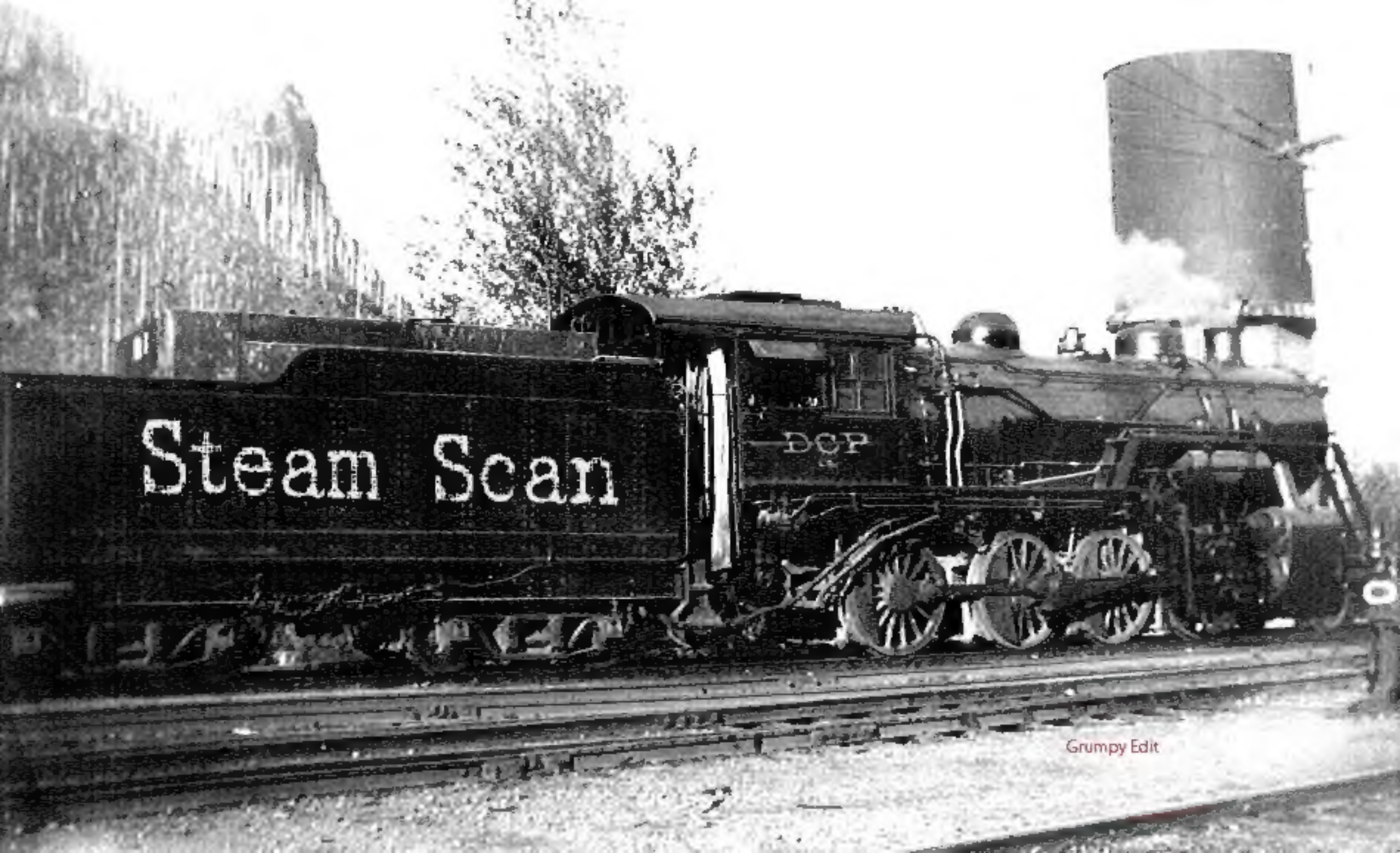
P.S.: I don't need to enclose my address. A Jamie dupe spent a summer working at a nearby pizza delivery chain. He knows the place.

That sounds like a case that might stump even X-Factor, Jess. Have you considered practicing safe socks?

And with that, our first installment of X-Pert Witnesses comes to a close. Keep sending us your letters and we'll keep answering them. See you next time...

-Jody
7/29/09

NEXT ISSUE


Steam Scan
DCP
Grumpy Edit